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# THE WOODSTOCK ACADEMY MANUAL OF GOVERNANCE

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**PREFACE TO  
THE WOODSTOCK ACADEMY  
MANUAL OF GOVERNANCE**

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The General Assembly of the State of Connecticut granted The Woodstock Academy a Charter shortly after its founding in 1801. The Charter, and subsequent amendments, established the system of governance of The Woodstock Academy Corporation by the Board of Trustees. The Trustees are charged with the management of “*all the property and affairs of said Corporation*” (Charter of Woodstock Academy, 1933 Amendment, Section 6). Trustees provide supervision of The Academy and delegate daily operation to the Head of School.

Members of The Woodstock Academy Corporation consist of “*all persons twenty-one years of age or over who shall have attended the Academy ..., and shall have completed thereby with credit, the equivalent of one school year’s work*” (Charter of Woodstock Academy, 1933 Amendment, Section 5). The Corporation is granted all the powers conferred by the laws of the state of Connecticut upon corporations organized without capital stock. The Corporation also holds an annual meeting.

The bylaws for both the Corporation and Trustees are contained in this Governance Manual. Despite the division of bylaws, the Corporation and Trustees form one organization. The separation of the bylaws is intended to clarify the role of each group.

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# BYLAWS OF THE WOODSTOCK ACADEMY CORPORATION

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## **SECTION 1: ANNUAL MEETING OF THE CORPORATION**

The annual meeting of the members of The Woodstock Academy Corporation (hereafter “the Corporation”) shall be held on the campus of The Woodstock Academy, prior to the start of the school year, as determined by the president of the Board of Trustees, the hour and place to be designated by the president, by notice to be published in a newspaper having a circulation in Windham County. Such newspaper notice shall be published not more than forty-five nor less than fifteen days before the date of such meeting.

The Nominating Committee of The Woodstock Academy Board of Trustees shall propose members of the Corporation for election to the Board of Trustees at the annual meeting of the Corporation (see the Bylaws of The Woodstock Academy Board of Trustees, Section 1.2.1).

## **SECTION 2: SPECIAL MEETINGS OF THE CORPORATION**

Special meetings of the members of the Corporation may be held at any time on the campus of The Academy, upon the call of the president of the Board of Trustees. Any five trustees or twenty-five members of the Corporation (also referred to as “corporators”) may petition the president to call a special meeting of the Corporation and shall state, in said petition, the business to be transacted at said special meeting. The president shall call a special meeting of the Corporation to be held within sixty days thereafter to act upon the matters set forth in said petition. All such meetings of the Corporation shall be called by notice published in a newspaper having a circulation in Windham County, not less than fifteen nor more than forty-five days before the date of such special meeting.

## **SECTION 3: QUORUM AND PROCEEDINGS OF THE CORPORATION**

Except where contrary to the Charter or these Bylaws, a quorum of the corporation shall consist of seven corporators.

Except where contrary to the Charter or these Bylaws, all meetings of the Corporation shall be conducted in accordance with *Robert’s Rules of Order*.

No business shall be transacted at any meeting of the Corporation other than that provided for in the bylaws, unless notice of the proposed business be contained in the call.

## **SECTION 4: DUTIES OF OFFICERS**

The president of the Board of Trustees shall preside at all meetings of the Corporation. The vice-president of the Board of Trustees, in the absence of or by request of the president, may perform all the duties and exercise all of the powers of the president.

The secretary of the Board of Trustees shall keep a true and accurate record of the doings of the meetings of the Corporation and shall perform all the duties and exercise all the powers prescribed by law, by these bylaws, and by vote of the Board of Trustees.

The treasurer of the Board of Trustees shall cause to be kept a true and accurate record of financial affairs of said Corporation, in manner and form as may be prescribed by the Board of Trustees and shall perform all the duties and exercise all the powers prescribed by law, these bylaws, and by vote of the Board of Trustees.

## **SECTION 5: AUDITING**

An annual audit of The Woodstock Academy is required. At a meeting of the Board of Trustees, preceding the end of The Woodstock Academy's fiscal year, a firm of certified public accountants shall be chosen, whose duties shall be to examine carefully accounts of The Academy and make a certified written report to the Trustees and present it to the Corporators at the Annual Meeting.

## **SECTION 6: SEAL**

The seal of the Corporation shall be circular in form and shall bear the following legend: "The Woodstock Academy, Woodstock, Connecticut, Founded 1801."

## **SECTION 7: AMENDMENTS**

These bylaws may be amended by a two-thirds majority vote of the members of the Corporation present at the Annual Meeting, said amendment having been proposed at the previous annual meeting, or at a special meeting of the Corporation called for that purpose.

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**BYLAWS OF  
THE WOODSTOCK ACADEMY BOARD OF TRUSTEES**

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**SECTION 1: TRUSTEES**

**1.0 Board of Trustees Size:**

The Woodstock Academy Board of Trustees (hereafter "The Board of Trustees") shall consist of a minimum of five and a maximum of thirty trustees.

**1.1 Charter Requirements for the Board of Trustees:**

The 1933 Amendment to the Charter of The Woodstock Academy (hereafter "The Academy") regulates the composition of the Board of Trustees and The Woodstock Academy Corporation (hereafter "The Corporation").

**1.1.1 One-third of Trustees must be members of the Corporation**

*"No more than two-thirds of trustees may be persons who are not members of the Corporation" (Charter Amendment of 1933, Section 6).*

**1.1.2 Members of the Corporation Defined**

*"Members of said Corporation shall consist of all persons twenty-one years of age or over who shall have attended The Academy conducted by said Corporation the equivalent of one school year, and shall have completed thereby with credit, the equivalent of one school year's work" (Charter Amendment of 1933, Section 5).*

**1.2 Classes of Trustees and Tenure:**

There shall be five classes of trustee: Trustees of the Corporation, Trustees of the Community, Trustees of the Sending Towns, Ex-Officio Trustees, and Honorary Trustees. Trustees of all classes must consist of individuals willing to support The Woodstock Academy.

**1.2.1 Trustees of the Corporation:**

All trustees of this class shall be members of The Woodstock Academy Corporation. The nominating committee of the Board of Trustees shall propose candidates for Trustees of the Corporation to the annual meeting of the Corporation. The Corporation at the annual meeting shall consider nominees and elect, by majority vote, Trustees of the Corporation. The Corporation shall elect a number of trustees sufficient to satisfy the Charter requirements (Sec. 1.1.1).

The term of Trustees of the Corporation is six years.

### **1.2.2 Trustees of the Community:**

The nominating committee shall propose to the Board of Trustees candidates for Trustees of the Community. The Board of Trustees shall elect, by majority vote, trustees of this class.

The term of Trustees of the Community is six years.

### **1.2.3 Trustees of the Sending Towns:**

Trustees of this class are also responsible for maintaining communications between the sending towns and the Board of Trustees. A sending town is a town or jurisdiction which has a contract with The Woodstock Academy for the education of its students.

The term of Trustees of the Sending Towns ends at the first municipal election following their election to the Board of Trustees.

Sending towns may have a maximum of one trustee of this class who must be a member of the Board of Education.

Only the Board of Education of a sending town may propose to the nominating committee candidates of this class. The nominating committee may submit candidates to the Board of Trustees. The Board of Trustees shall consider nominees and elect, by majority vote, Trustees of the Sending Towns.

### **1.2.4 Ex-Officio Trustees:**

The Woodstock Academy Alumni Association may submit its president, or designee, as a candidate to the nominating committee. The nominating committee may submit that candidate to the Board of Trustees for consideration as an ex-officio trustee with a one-year term of office. The Board of Trustees shall consider nominees and elect, by majority vote, Ex-Officio Trustees.

### **1.2.5 Honorary Trustees:**

From time to time, the Board of Trustees may confer the title of Honorary Trustee on persons in recognition of distinguished service to The Academy. Such a trustee shall not have voting privileges and shall not be numbered among the trustees allowed by the charter.

## **1.3 Vacancies in Board of Trustees:**

### **1.3.1 Replacement of Trustees of the Corporation or Community**

Any vacancy caused by the death, removal, or resignation of a Trustee of the Corporation or Community may be filled for the unexpired term of such vacancy by the Board of Trustees.

### **1.3.2 Replacement of Trustees of the Sending Towns**

The Board of Trustees may fill the unexpired term of a vacancy caused by the death, removal, or resignation of a Trustee of the Sending Town. The Board of Education of the sending town of the person whose seat is vacated may propose a replacement candidate to the nominating committee.

### **1.4 Trustee's Absence from Regular Meetings:**

A trustee, absent from three consecutive regular meetings, unless excused by the Board of Trustees, may be deemed by the Board of Trustees to have resigned.

## **SECTION 2: TRUSTEES' MEETINGS**

### **2.1 Annual Meeting:**

The Annual Meeting of the Board of Trustees shall be held on the campus of The Woodstock Academy prior to the start of the school year as determined by the president of the Board of Trustees (hereafter "the president"), the hour and place to be designated by the president, by notice to be published in a newspaper having a circulation in Windham County or any manner as may be established by majority vote of the trustees and is consistent with parliamentary procedure (Section 2.5). Notice shall be published not more than forty-five nor less than fifteen days before the date of such meeting.

### **2.2 Regular Meetings:**

Regular meetings shall be held at such times as may be established by the Board of Trustees.

### **2.3 Special Meetings:**

Special meetings for a specified purpose may be called by the president or by five trustees.

### **2.4 Notice of Meetings:**

Notices of meetings of the Board of Trustees shall be given in such manner as may be established, from time to time, by a majority vote by the trustees.

### **2.5 Parliamentary Procedure:**

Except where contrary to the Charter or these bylaws, all meetings of the Corporation, the Board of Trustees, and its committees shall be conducted in accordance with *Robert's Rules of Order*.

### **2.6 Quorum:**

Except where contrary to the Charter or these bylaws, a quorum of the Board of Trustees, or of its committees, shall consist of forty percent of the voting membership of said board or committee.



## **SECTION 3: IN ABSENTIA VOTING BY TRUSTEES**

### **3.0 *In Absentia* Voting by Trustees:**

Trustees in absentia may vote in such manner as may be established by majority vote of the Board of Trustees.

## **SECTION 4: OFFICERS**

### **4.0 Election of Officers:**

The trustees shall elect at the annual meeting a president, one or more vice-presidents, a secretary, and a treasurer. They may also elect one or more assistant secretaries, and one or more assistant treasurers. Said officers shall take office immediately upon their election, and shall hold office for one year from said date and until their successors are duly chosen and qualified, unless sooner removed for cause by a two-thirds vote of the Board of Trustees at a meeting duly called and held for that purpose.

### **4.1 Duties of the President and Vice-President:**

The president of the Board of Trustees shall preside at all meetings of the Corporation and Board of Trustees. The vice-president of the Board of Trustees, in the absence of or by request of the president, may perform all the duties and exercise all of the powers of the president.

### **4.2 Secretary:**

The secretary or the secretary's designee shall keep a true and accurate record of the meetings of the Board of Trustees and of the executive committee, and shall perform all the duties and exercise all the powers prescribed by law, by these bylaws, and by vote of the Board of Trustees.

### **4.3 Treasurer:**

The treasurer shall arrange for the receipt and custody of all funds and securities of The Academy and disbursements of the same, in accordance with the direction of the Board of Trustees, shall cause to be kept a true and accurate record of financial affairs of said Corporation in manner and form as may be prescribed by the Board of Trustees. The treasurer shall also perform such other duties and exercise such other powers as are provided by law, these bylaws, and by the vote of the Board of Trustees.

### **4.4 Assistant Officers:**

The assistant secretary and assistant treasurer shall exercise all powers of the secretary and treasurer as shall be designated by the Board of Trustees. The Board of Trustees may further specifically delegate to the assistant secretary and assistant treasurer any particular duties of the secretary and treasurer.

## **SECTION 5: COMMITTEES**

### **5.0 Terms of Committees**

Committees shall be appointed annually by the president. Committee members may be removed by majority vote of the Board of Trustees.

### **5.1 Executive Committee:**

The executive committee shall be composed of the officers of the Board of Trustees and such other trustees as appointed by the president.

### **5.2 Finance Committee:**

The president shall appoint a finance committee composed of the treasurer, assistant treasurer, and at least two additional members of the Board of Trustees. The finance committee shall exercise all the powers and perform all the duties prescribed by the Board of Trustees.

### **5.3 Nominating Committee:**

The president shall appoint a nominating committee.

### **5.4 Other Committees:**

The president may establish additional committees as needed. Members shall hold office for one year, or until their successors are appointed, or the business of the committee is completed.

## **SECTION 6: BORROWING**

### **6.0 Borrowing:**

The Board of Trustees shall have authority to borrow such amounts as may, from time to time be needed, provided that three-fourths of those present at a properly called meeting of the Board of Trustees approves.

## **SECTION 7: AUDITING**

### **7.0 Auditing:**

An annual audit of The Woodstock Academy is required. At a meeting of the Board of Trustees, preceding the end of The Woodstock Academy's fiscal year, a firm of certified public accountants shall be chosen whose duties shall be to examine carefully accounts of The Academy, and make a certified written report to the trustees and be presented to the Corporators at the annual meeting.

## **SECTION 8: SEAL**

### **8.0 Seal:**

The seal of the Corporation shall be circular in form and shall bear the following legend: "The Woodstock Academy, Woodstock, Connecticut, Founded 1801."

## **SECTION 9: AMENDMENTS**

### **9.0 Amendments:**

The bylaws may be amended by a two-thirds majority vote of the members of the Corporation present at the annual meeting, said amendment having been proposed at the previous annual meeting, or at a special meeting of the Corporation called for that purpose

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# CHARTER OF THE WOODSTOCK ACADEMY

## State of Connecticut

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### **General Assembly, 1802 Session**

At a General Assembly of the State of Connecticut in America, holden at Hartford, in said state, on the second Thursday of May, being the 13th day of said month, and continued by adjournments from day to day, until the .....in the year of our Lord, one Thousand Eight Hundred and Two.

A Resolve incorporating the Proprietors of Woodstock Academy in Connecticut.

Whereas, John McClellan, an agent appointed by the Proprietors of Woodstock Academy in Woodstock, has, by his petition in behalf of said Proprietors, represented to this Assembly that an act of incorporation would be of great use to said Proprietors in the management of their joint Property and other concerns therein.

Resolved by this Assembly, That Samuel McClellan, Eliphalet Lyman, Nehamia Child, Ebenezer Smith, William Potter, Hezekiah Bugbee, Ichabod Marcy, Jesse Bolles, David Holmes and others who are or hereafter may be Proprietors of Woodstock Academy, so called, in Woodstock, be and hereby are elected and made a body corporate by the name and title of the Proprietors of Woodstock--Academy and by that name shall be and hereby are made capable in law, to have, purchase, receive, possess and enjoy to them and their successors real and personal estate of any kind and quality whatsoever, to the annual amount of Three Thousand Dollars, and the same to sell, grant, or aliene to sue and be sued, plead and be inpleaded, defend and be defended in all Courts in this State; to have and use a common seal, and the same to break, alter and renew at pleasure, and to ordain and carry into effect such By-Laws and regulations as shall be deemed necessary or useful for the well-ordering and governing of the affairs of said corporation, not repugnant to the laws of this state, or to the Constitution and Laws of the United States, and for the Government of said Corporation, it is hereby

Resolved, That there shall be five trustees annually appointed by the Proprietors, annual meeting shall be at such times as said Proprietors may appoint, which Trustees shall have power or a major part of them to choose their Chairman to superintendent the affairs of the Corporation and carry into effect all the By-Laws and regulations of the Proprietors.

And it is further resolved, The first meeting of proprietors, shall be called, by any two of their number, by giving a verbal or written notice to all the other proprietors of the time and place of meeting. And to constitute a quorum, twelve shares at least shall be represented, and the proprietors shall have power in their meetings to ordain and constitute any officers, which they may deem necessary for the well-ordering of the concerns of the said Academy, and to require of the officers, such security or annex such pecuniary penalties to a breach of Trust, as they shall judge reasonable, and the Proprietors are hereby empowered to make such rules and regulations concerning the mode of transferring shares by assignment or otherways and to enlarge the number of shares, as they shall dean expedient; which rules and regulations shall be to all intents and purposes valid, and they are empowered to tax the several shares in said institution for the purpose of making repairs in the buildings or fences, or for furnishing Books or apparatus for

the Institution or for other necessary or useful purposes as they shall judge for the benefit of the Corporation and the sums so assessed shall be collectable by warrant and distress, in the manner that the taxes of this state may, by law, be collected.

Provided, That this Resolve or any part thereof may be altered, amended or repeated at the pleasure of the General Assembly.

### **AMENDMENT**

#### **General Assembly, 1868 Session**

Resolved by this Assembly, net the charter of the Proprietors of Woodstock Academy be, and hereby is so amended as to allow an increase in the number of trustees of said Academy not to exceed thirteen in all, and that said trustees shall, upon being duly elected, continue in office until others are chosen to fill their places.

*Approved July 24th, 1868*

### **AMENDMENT**

#### **General Assembly, 1933 Session**

An Act Revising the Charter of the Proprietors of Woodstock Academy and changing its name to The Woodstock Academy

Be enacted by the Senate and House of Representatives in general assembly convened.

## **SECTION 1: CORPORATION CONTINUED**

The Corporation heretofore known as Proprietors of Woodstock Academy, organized and existing by virtue of a special act of the general assembly of this state held at Hartford on the second Thursday of May, 1802, shall be and continue to be a body politic and corporate subject however to the following provisions:

### **SECTION 2: NAME**

The name of said Corporation shall hereafter be The Woodstock Academy.

### **SECTION 3: CORPORATE PURPOSES**

The only purposes for which said Corporation shall exist shall be to maintain and operate a school and engage in educational enterprises in said town of Woodstock for the benefit of the inhabitants of said town and vicinity.

### **SECTION 4: POWERS**

To that end it shall have all the powers conferred by the laws of the state of Connecticut upon corporations organized without capital stock except that it may not impose fines or penalties or lay assessments or dues upon its members. Such powers shall include the following: to have succession by its corporate name perpetually; to sue and be sued and to complain in any court;

to make and use a common seal and alter the same at pleasure; to own, purchase, sell and convey such real or personal estate as the purposes of such corporation shall require, and all other property which shall have been in good faith mortgaged and conveyed to it, by way of security or in satisfaction of debts or by purchase at sales upon judgments or decrees obtained for such debts; to elect or appoint in such manner as it may determine all necessary and proper officials and agents, to fix their compensation and duties; to make by-laws consistent with law for its government, the regulations of its affairs and the management of its property; to wind up and dissolve itself or to wound up and dissolved in manner provided by law.

## **SECTION 5: MEMBERSHIP**

The members of said Corporation shall consist, first, of all persons now living who are so called stockholders of record of said Corporation, and second, of all persons twenty-one years of age or over who shall have attended the Academy conducted by said Corporation the equivalent of one school year, and shall have completed thereby with credit, the equivalent of one school year's work. The so called stock of said Corporation hereafter shall not be transferrable by sale, gift, will, distribution or otherwise.

## **SECTION 6: TRUSTEES**

All the property and affairs of said Corporation shall be under the management and control of a Board of Trustees consisting of not more than thirty and not less than five persons. Within said limits the number of trustees and their terms of office shall be determined by the by-laws of said Corporation. Also the by-laws may provide the method of the election of said trustees, whether by vote of the members, or by vote of the board of trustees, or both. But not more than two-thirds of such trustees, however chosen, may be persons who are not members of said Corporation.

All acts of sections of acts relating to said Corporation in so far as they are inconsistent with this act are hereby repealed.

This act shall not become effective until it shall have been approved by a vote of three-fourths of the so called stockholders of said Corporation present at a special meeting of said Corporation to be held on, the premises of Woodstock Academy in Woodstock, Connecticut, during the month of June, 1933. The present Board of Trustees of said Corporation shall fix the date and time of said meeting and shall give written notice thereof and the purpose for which said meeting is to be held by mailing a copy of this act and a notice of the time, place and purpose of said meeting to each known living so called stockholder at his or her last known address and by publishing a similar notice and copy at least once in one or more newspapers having a circulation in said town not more than thirty nor less than ten days before said meeting. If at said meeting said Corporation shall become effective forthwith (see note), the President and the Secretary of said Corporation shall within thirty days thereafter sign and cause to be filed in the office of the Secretary of State a certificate to the effect that the said meeting was warned and held in accordance herewith and that said Corporation has accepted this charter in the manner herein prescribed.

Note: Ratified at a special meeting of so called stockholders held June 24th, 1933.

**THE WOODSTOCK ACADEMY  
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